

Laws of His Majesty's Province of Upper Canada, passed in the year 1857. Toronto: Stewart Derbyshire & George Desbarats, 1857.

20 Victoria – Chapter 153

An Act to incorporate the Strathroy and Port Frank Railway Company. Assented to 10th June, 1857.

Whereas the construction of a Railway from Strathroy, a Station on the London and Port Sarnia Branch of the Great Western Railroad, in the Township of Adelaide, in the County of Middlesex, to Port Frank, in the Township of Bosanquet, in the County of Lambton, at the mouth of the River Aux Sables on the waters of Lake Huron, or thereabouts, will greatly tend to the benefit of the Country intersected thereby and the Inhabitants thereof; And whereas divers persons have prayed for an Act of Incorporation: Therefore, Her Majesty, by and with the advice and consent of the Legislative Council and Assembly of Canada, enacts as follows:

I. The Honorable Malcolm Cameron, Joseph A. Woodruff, James Zimmerman, William M. Johnston, James Keefer, Timothy Cook, Neal Eastman, John Elliot, Murdo McLeay, James Menery, William Bray, Robert Rae, Jesse Kenward, and William Bettridge, together with such other person or persons, corporations and municipalities as shall, under the provisions of this Act, become Shareholders in the Company hereby incorporated, shall be and are hereby ordained, constituted and declared to be a body corporate and politic, by and under the name of "The Strathroy and Port Frank Railway Company."

II. The several Clauses of the Railway Clauses Consolidation Act with respect to the first, second, third and fourth clauses thereof, and also the several clauses of the said last mentioned Act with respect to "Interpretation," "Incorporation," "Powers," "Plans and Surveys," "Lands and their valuation," "Highways and Bridges," "Fences," "Tolls," "General meetings," "Directors, their election and duties," "Shares and their Transfer," "Municipalities," "Shareholders," "Actions for indemnity and fines and penalties and their prosecution," "Working of the Railway," and "General Provisions," shall be incorporated with this Act, and shall accordingly apply to the said Company and the said Railway, except only in so far as they may be inconsistent with the express enactments hereof; and the expression "this Act," when used herein, shall be understood to include the provisions of the Railway Clauses Consolidation Act, which are incorporated with this Act as aforesaid.

III. The said Company and their servants and agents shall have full power under this Act to lay out and construct, make and finish a double or single Iron Railway or road at their own costs and charges, on and over any part of the country lying between Strathroy aforesaid and Port Frank aforesaid, or such other point on Lake Huron near to Port Frank as may be found most convenient; and the said Company and their servants and agents shall have full power under this Act to purchase and hold Lake frontage on Lake Huron, at the terminus thereon, and to build wharves or docks thereon, also to charter any steam or other vessel or vessels not being their own property to perform any service in connexion with the said Railway which from time to time may be considered expedient and necessary for the transportation of-passengers or freight from the Port at the terminus of the Railway.

IV. Deeds and conveyances under this Act for the lands to be conveyed to the said Company for the purposes of this Act, shall and may, as far as the title to the said lands or the circumstances of the parties making such conveyance will admit, be made in the form given in the Schedule to this Act marked A, and all Registrars are hereby required to register in their Registry books such deeds, on the production thereof, and proof of execution, without any memorial, and to minute every such entry on the deed; the said Company are to pay the Registrar for so doing, the sum of two shillings and six pence, and no more.

V. The capital stock of the said Company shall not exceed in the whole the sum of two hundred and fifty thousand pounds currency, to be divided into ten thousand shares of twenty-five pounds each, which amount shall be raised by the persons above named, or some of them, together with such other persons or Corporations or Municipalities through which the said Railway may pass or touch, (and such Municipalities are hereby authorized to subscribe to the capital stock of the said Company, in any amount by a By-law to be passed to that effect,) as may become subscribers towards such stock; and the said moneys so raised shall be applied in the first place, towards the payment and discharge of all fees and disbursements for procuring the passing of this Act, and for making the surveys, plans and estimates of the said Railway and connected therewith; and all the rest and remainder of such moneys shall be applied towards completing and maintaining the said Railway and other purposes of this Act, and to no other purpose whatsoever; Provided always, that until the said preliminary expenses connected with the said Railway shall be paid out of the common stock thereof, it shall be lawful for the Municipality of any County, Town, or Township in or near the line thereof, to pay out of the general funds of such Municipality any proportion of such Railway preliminary expenses, which sum shall be refunded to such Municipality from the stock of the said Company, or be allowed to them in payment of stock.

VI. When and so soon as fifty thousand pounds of the said capital stock shall have been subscribed for, it shall be lawful for the said Directors, or a majority of them, and they are hereby required to call a meeting of the holders of such shares, at such place and time as they shall think proper, giving at least fifteen days' public notice of the same in one or more newspapers published in the County of Middlesex, at which said General Meeting the shareholders, having paid ten per cent, on their stock subscribed for, shall, either in person or by proxy, choose nine Directors in the manner, and qualified as hereinafter mentioned, to be, together with the *ex officio* Directors, as provided by the said "Railway Clauses Consolidation Act," Directors of the said Company, and to hold office until the first Monday in October following; And on the first Monday in October in each year, at the office of the Company, there shall be chosen by the shareholders nine Directors, in the manner hereinafter directed, and public notice of such annual election shall be given as aforesaid, and all elections for Directors shall be by ballot, and the persons who shall have the greatest number of votes at any election shall be Directors; and if it shall happen that two or more shall have an equal number of votes, the shareholders shall determine the election by another or other votes until a choice is made; and if a vacancy shall at any time happen among the Directors by death, resignation, or removal from the Province, such vacancy shall be filled for the remainder of the year by a majority of the Directors; and the said Directors with the said *ex officio* Directors, shall form a Board of Directors, and a quorum of the Directors for the transaction of business may be fixed by the By-laws of the Company, and until such

By-law shall be passed, a majority of the Directors shall form such quorum, and the said Directors may employ one of their number as a paid Director.

VII. The persons qualified to be elected Directors of the said Company under this Act, shall be any shareholders holding stock to the amount of two hundred and fifty pounds, who shall have paid up all calls on such stock.

VIII. If it shall happen at any time or times hereafter, that an election of Directors shall not be made on any day when pursuant to this Act it ought to have been made, the said Company shall not for that cause be deemed to be dissolved; but it shall and may be lawful, on any other day, to hold and make an election of Directors, in such manner and upon such notice as shall be provided by the By-laws of the Company; and until such election of new Directors, those who may be in office for the time being shall be and continue to exercise all the rights and powers of Directors until such new election be made.

IX. It shall and may be lawful for the Directors of the said Company for the time being, to make, execute and deliver all such scrip and share certificates, and all such bonds, debentures, mortgages, or other securities, as to the said Directors for the time being shall, from time to time, seem most expedient for raising the necessary capital for the time being authorized to be raised by the said Company, or for raising any part thereof.

X. Every proprietor of shares in the said Company shall be entitled on every occasion when the votes of the members of the Company are to be given, to one vote for every share of twenty-five pounds currency held by him.

XI. All bonds, debentures, and other securities to be executed by the Company hereby incorporated, may be made payable to bearer; and all such bonds, debentures, or other securities of the said Company, and all dividends and interest warrants thereon respectively, which shall purport to be payable to bearer, shall be assignable at law by delivery, and may be sued on and enforced by the respective bearers and owners thereof for the time being, in their own names.

XII. Calls may be made by the Directors of the said Company for the time being, provided that no call to be made upon the subscribers for stock in the said Railway Company shall exceed the sum of ten pounds per centum upon the amount subscribed for by the respective Shareholders in the said Company.

XIII. The said Company may become parties to promissory notes and bills of exchange for sums not less than twenty-five pounds, and the same made or endorsed by the President or Vice-President, and countersigned by the Secretary and Treasurer, and under the authority of the Board of Directors, shall be binding on the said Company and shall not render the parties thereto personally liable thereon, and the presumption that the authority of the Board of Directors precedes such making or endorsing shall in all cases prevail until the contrary shall be shewn, and the seal of the Company to such bills and notes shall never be necessary; Provided that nothing in this section shall be construed to authorize the

said Company to issue any note payable to bearer, or any promissory note intended to be circulated as money or as the notes of a Bank.

XIV. Any Shareholder in the Company hereby incorporated, whether a British subject or alien, or a resident in Canada or elsewhere, shall have equal rights to hold stock in the said Company, to vote on the same, and be eligible to office in the said Company.

XV. The said Railway shall be commenced within two years and completed within five years after the passing of this Act.

XVI. This Act shall be deemed a Public Act.

Schedule A.

Know all men by these presents that I, _____ (insert the name of the wife also, if she is to release her dower or for any other reason to join in the conveyance) do hereby in consideration of _____ paid to me (or as the case may be) by the Strathroy and Port Frank Railway Company, the receipt whereof is hereby acknowledged, grant, bargain, sell, convey and confirm unto the said Company, their successors and assigns for ever, all that certain parcel or tract of land situate (describe the land,) the same having been selected and laid out by the said Company for the purposes of their Railway; to have and to hold the said land and premises, together with every thing appertaining thereto to the said Company, their successors and assigns forever. (If there be dower to release, add.) And I, _____ (name the wife) hereby release my dower in the premises.

Witness my (or our) hand (or hands) and seal (or seals), this _____ day of _____ one thousand eight hundred and _____

A. B. [L. S.]
B. C. [L. S.]

Signed, sealed and delivered }
in the presence of _____ }
O. K.